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Norfolk Southern Corporation Law Department Three Commercial Place Norfolk, Virginia 23510-9241 Sunt Lie tidalər vall Alvin BOARD

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February 13, 2012 EQ000003

## **VIA UPS**

Chief, Section of Administration Office of Proceedings Surface Transportation Board 395 E Street, S.W. Washington, DC 20024

Dear Sir or Madam:

Enclosed please find for recordation pursuant to Section 11301 of Title 49 of the U.S. Code two (2) counterparts, properly executed and acknowledged, of each of Document #1, Document #2 and Document #3.

These documents are: (1) a Termination of Lease Agreement, a secondary document, dated as of February 2, 2012 ("Document #1"); (2) a Release of Lessor Security Agreement, a secondary document, dated as of February 2, 2012 ("Document #2"); and (3) a Release of Lien of Chattel Mortgage and Security Agreement, a secondary document, dated as of January 30, 2012 ("Document #3"). The primary documents to which these secondary documents are connected are recorded under Recordation Nos. 21212, 21213 and 21214, respectively.

The names and addresses of the parties to each of the secondary documents are as follows:

Chief, Section of Administration Office of Proceedings February 13, 2012 Page 2

## Document #1:

Lessor: ORIX Proxima Corporation

c/o ORIX Corporation 21F Mita NN Building

4-1-23 Shima

Minato-ku, Tokyo 108-0014

Japan

Lessee: Norfolk Southern Railway Company

Three Commercial Place Norfolk, Virginia 23510

## Document #2:

Mortgagee: Norfolk Southern Railway Company

Three Commercial Place Norfolk, Virginia 23510

# Document #3:

Mortgagee: The Norinchukin Bank, New York Branch

245 Park Avenue, 21<sup>st</sup> Floor New York, NY 10167-0104

The equipment covered by the documents is generally described as follows:

### Number

of	General	AAR	Road Numbers (inclusive)
<u>Units</u>	<u>Description</u>	Symbol	
27	General Electric Dash 9-40CW Locomotives	C-C	9129-9155

Chief; Section of Administration Office of Proceedings February 13, 2012 Page 3

A check in the amount of \$123.00 is enclosed to cover the recordation fee of \$41.00 for each of the documents pursuant to 49 CFR § 1002.2(f)(83). Please return any counterparts not needed by the Board for recordation to me at the above address.

Short summaries of each of the documents to appear in the index follow:

# Document #1:

Termination of Lease Agreement dated as of February 2, 2012, to terminate the Lease Agreement with Recordation No. 21212 dated as of February 2, 1998, covering 27 General Electric Dash 9-40CW diesel-electric locomotives numbered 9129-9155, inclusive.

## Document #2:

Release of Lessor Security Agreement dated as of February 2, 2012, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 21213 dated as of February 2, 1998, covering 27 General Electric Dash 9-40CW diesel-electric locomotives numbered 9129-9155, inclusive.

### Document #3:

Release of Lien of Chattel Mortgage and Security Agreement dated as of January 30, 2012, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 21214 dated as of February 2, 1998, covering 27 General Electric Dash 9-40CW diesel-electric locomotives numbered 9129-9155, inclusive.

Sincerely,

David A. Shelton

**Enclosures** 

RECORDATION NO. 2/2/2-B FILED

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#### TERMINATION OF LEASE AGREEMENT

SOUTAGE TRANSPORTATION PROMIS

KNOW ALL MEN BY THESE PRESENTS, that Norfolk Southern Railway Company (the "Railroad"), as lessee, and ORIX Proxima Corporation (the "Lessor"), as lessor, under that certain Lease Agreement dated as of February 2, 1998 (as supplemented by the lease supplement dated as of February 27, 1998) (the "Agreement"), hereby certify that the Agreement has been terminated pursuant to Sections 3 and 19 thereof, to wit: the Lease Expiry Date (as defined in the Agreement) has occurred, the Railroad has exercised its right to purchase the Items of Equipment (as defined in the Agreement), and the Lessor has delivered to the Railroad a bill of sale with respect to the Items of Equipment.

This instrument may be executed by the parties hereto in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

WHEREFORE, the Railroad and the Lessor, pursuant to Section 3 of the Agreement, hereby declare the Agreement to be terminated and consent that the same be discharged of record.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their representatives duly authorized in that behalf on this  $2^{nd}$  day of February, 2012.

By: Marta R. Stewart

Title: Vice President and Treasurer

ORIX PROXIMA CORPORATION

By:

Name:

Title:

NORFOLK SOUTHERN RAILWAY COMPANY

#### TERMINATION OF LEASE AGREEMENT

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WHEREFORE, the Railroad and the Lessor, pursuant to Section 3 of the Agreement, hereby declare the Agreement to be terminated and consent that the same be discharged of record.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their representatives duly authorized in that behalf on this 2 rd day of February, 2012.

Ву:		<del></del>
Name:		
Title:		<del></del>
ORIX F	PROXIMA CORPORATION	
By:	Jam Yamli	un
Name:	Kiyotaka Tanaka	
Title:	Director	

NORFOLK SOUTHERN RAILWAY COMPANY

COMMONWEALTH OF V	VIRGINIA )				
CITY OF NORFOLK	)				
On this	2 <sup>nd</sup> day of <u>Febr</u>	ary	, 2012, before me	e, a Notary Publi	c.
says she is Vice President a					
instrument was signed and	sealed on behalf of sa	aid corporation b	y authority of its Bo	ard of Directors. ar	nd
she acknowledged that the corporation.  My commission expires:	e execution of the fo	Oregoing instrum	Notary Public	ct and deed of sa	id.
l, c	ertify that I am		of ORIX Proxima	Corporation, that t	he
seal affixed to the foregoin signed and sealed on behal I acknowledge that the exec I further certify under pena is true and correct.	ig instrument is the confidence of the corporation be cution of the foregoin	orporate seal of s y authority of the g instrument was	said corporation, that e resolution of its So s the free act and dee	at the instrument wolo Director, and the	as aat on.
Executed on this day of	, 2012.				

COMMONWEALTH OF VIRGINIA	)		
	)		
CITY OF NORFOLK	)		
On this day of	f	, 2012, before m	e a Notary Public
personally appeared			
says she is	of Norfolk Sc	outhern Railway Company	that the foregoing
instrument was signed and sealed on be			
she acknowledged that the execution corporation.			
		Notary Public	
My commission expires:			
Kiyotaka Tanaka certify that I a seal affixed to the foregoing instrumen signed and sealed on behalf of the corp I acknowledge that the execution of the I further certify under penalty of perjuris true and correct.	at is the corporate coration by author foregoing instruct under the laws of the corporate o	seal of said corporation, the rity of the resolution of its S ment was the free act and de	at the instrument was olo Director, and that ed of the corporation.
Executed on this 2nd day of February	_, 2012.		